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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
VAN WEZEL FOUNDATION, INC.**

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Amended & Restat

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7/9/19

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VAN WEZEL FOUNDATION, INC.**

(A Florida Not-for-Profit Corporation)

Pursuant to Chapter 617, Florida Statutes, Van Wezel Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), has adopted the following Amended and Restated Articles of Incorporation:

**I.
NAME OF CORPORATION**

The name of this Corporation is:

Sarasota Performing Arts Center, Inc.

The principal address and the mailing address of the Corporation are:

777 N. Tamiami Trail
Sarasota, Florida 34236

**II.
PURPOSES**

The purposes for which the Corporation is organized are exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

The general nature, objects, and purposes of the Corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, environmental, cultural, or other charitable purposes, including:

(a) To distribute property in accordance with the terms of gifts, bequests, or devises made to the Corporation which are consistent with its purposes; or

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(b) To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the Board of Directors of the Corporation ("Board of Directors"), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers, directors, or other private persons, except that the Corporation shall be authorized and empowered to make reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

The specific nature, objects, and purposes of the Corporation are to support: (a) presentation, productions, and education programs featured at the Van Wezel Performing Arts Hall or any successor performing arts facility, (b) the planning and development, design, construction, financing, and support of any new or successor performing arts center to the Van Wezel Performing Arts Hall, including, but not limited to, entering into a partnership or other relationship with the City of Sarasota, Florida, or other government or public entities or agencies in relation to such new or successor performing arts center, and the operation of such performing arts center once built, and (c) the Van Wezel Performing Arts Hall through contributions for necessary improvements to the performing arts facility which will thereby enhance the ability of the Van Wezel Performing Arts Hall to fulfill its purposes within the local community until such time as a new performing arts center operated by the Corporation opens or the Corporation has ceased to exist.

The activities of the Corporation shall include the generation of financial support for the Corporation and its purposes by solicitation of gifts, grants, and donations, as well as engaging in various and sundry fundraising activities, presenting and producing performing arts activities and related programs, operating a performance arts center, conducting other independent activities supportive of the Corporation and its purposes, investing funds derived from its activities, and distributing funds to qualified persons and organizations in such amounts as may be deemed proper for the uses and purposes of the Corporation, and to do and perform generally all acts reasonably incident to the aforesaid purposes and objectives.

**III.
MEMBERS**

The Corporation will not have members as that term is used in the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

**IV.
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than seven (7) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

**V.
OFFICERS**

All officers of the Corporation, as may be deemed necessary, shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the Bylaws of the Corporation or determined by the Board of Directors.

**VI.
CORPORATE EXISTENCE**

The existence of this corporation shall be perpetual, until dissolved in accordance with the Bylaws.

**VII.
BYLAWS**

The Board of Directors of the Corporation shall provide such Bylaws for the Corporation as they deem necessary, and may from time to time amend, alter, or rescind such Bylaws in the manner provided in the Bylaws.

**VIII.
AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended by the act of a majority of the entire Board of Directors of the Corporation.

**IX.
REGISTERED OFFICE**

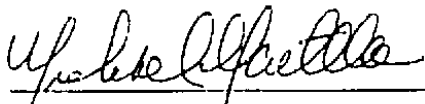
The street address of the registered office of the Corporation is 777 N. Tamiami Trail, Sarasota, Florida 34236, and the name of the registered agent of this Corporation at that address is Michael Martella.

**X.
DISTRIBUTION UPON DISSOLUTION**

The Corporation may be dissolved as provided in the Bylaws, at a meeting duly called for that purpose. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

There are no members or members entitled to vote on the amendment. The amendment was approved by the Board of Directors of the Corporation. The amendment was adopted on April 23 2019.

IN WITNESS WHEREOF, the undersigned Chair of the Board of Directors of the Corporation has executed these Amended and Restated Articles of Incorporation this 23 day of April 2019.



Michael Martella
As its Chair of the Board of Directors

ACCEPTANCE OF REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent of the Corporation, to accept service of process upon said Corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.



Michael Martella
Registered Agent

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